

PRESTO BYLAWS

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Bylaws (Internal Regulations) **of The PRE-hospital Stroke Treatment Organization (PRESTO)**

ARTICLE I: MISSION

PRESTO was formed in 2016 as an international consortium of medical practitioners involved in pre-hospital treatment of patients with acute stroke. PRESTO exists for and is dedicated to the following purposes:

1. PRESTO's mission is to improve stroke outcomes by supporting research and advocacy for pre-hospital stroke treatment in Mobile Stroke Units (MSUs).
2. PRESTO will provide a platform to enhance collaborative research across the spectrum of acute stroke management in the pre-hospital setting.
3. PRESTO will also facilitate the appropriate proliferation and distribution of MSUs by providing a forum for professional communication, resource for public education, and stimulus for government, industry, and philanthropic support.

Standing Rules. Standing rules governing the appointment, function, and manner of acting of Executive Entities (General Assembly, Board of Directors and Executive Committee, Committees, Councils and Foundations), shall be attached to these Bylaws. Standing rules shall be amended and revised from time to time and shall be consistent with the statutes and these Bylaws.

ARTICLE II: MEMBERS AND DUES

Section 1. Categories and Qualifications.

1. PRESTO shall be structured to involve individual members as well as member organizations. Hence there shall be five (5) categories of Members (collectively referred to as the "Membership") which are as follows:
 - a. **Individual Members:** Scientists, physicians, health care providers, or other professionals who are significantly involved in the clinical or scientific aspects of pre-hospital stroke care, shall be eligible.
 - b. **Organizational Members:** a MSU group or hospital who is involved or plans to be involved in pre-hospital stroke management may join. The organization will pay dues on behalf of its members. The individual members of the organization may attend meetings but will not pay dues or vote (unless they are Individual Members)
 - c. **Affiliate Members:** Any person, including an individual, or other organization, who is interested in and supports the objectives of PRESTO and who is not eligible for individual or organizational Membership, shall be eligible. Also, organizations unable to pay the annual fee may join as affiliate members. Affiliate members are exempt from annual membership dues and do not have voting rights.
 - d. **Honorary Members:** Persons who have contributed greatly to the development of the study of pre-hospital stroke care or whose work has been of importance in the world may be appointed as Honorary Members. Honorary Members are exempt from annual membership dues but enjoy the rights and benefits of Individual Members.
 - e. **Industry Members:** Any company which is involved in stroke care or would be

interested in further developing pre-hospital stroke care

Section 2. Membership Eligibility and Application Procedures.

1. An individual or organization described in subsection **(a), (b), (c)**, (d) and (e) of **Section 1** of this Article shall be eligible for membership in PRESTO. Membership of PRESTO shall become effective upon:
 - i. Receipt of the properly completed application form and approval by the PRESTO Secretary.*
 - ii. Receipt of any required membership dues.*
 - iii. Honorary members are appointed upon a proposal by the Executive Committee and/or the Board of Directors and approved by the members of the General Assembly*

Section 3. Rights of Membership.

1. **Events:** Members or affiliates, and Honorary Members shall be entitled to attend any events sponsored by PRESTO, provided that each individual participant pays any fee set by PRESTO for admission or participation in the event.
2. **Voting and Holding Office:** The only classes of membership entitled to vote during any regular or special business meeting of PRESTO shall be Individual Members and Honorary Members.
3. The classes of membership entitled to hold any elected office in PRESTO shall be any individual member or Honorary member. All Members entitled to vote shall be referred to collectively as the General Assembly or as Voting Members. Individual, organizational and Honorary Members shall vote on the election of the members of the Board of Directors and all other matters that come before the General Assembly, including, but not limited to, the acceptance of reports, removal of directors, and the dissolution of PRESTO.
4. Affiliate Members shall have no voting rights and no right to participate in any aspect of the management or operation of PRESTO.
5. Membership shall not confer any rights upon Members other than those rights expressly stated in these Bylaws.

Section 4. Membership Dues, Non-Payment of Dues and Resignation.

1. The Board of Directors of PRESTO shall establish and adjust from time to time, as needed, the annual membership dues required to be paid by Member Organizations, Individual Members, Affiliate and Industry Members so that PRESTO remains financially self-sustaining. Dues shall be paid on the basis of the calendar year.
2. Other fees: may be raised from time to time at the discretion of the Board
3. A Member may resign from Membership in PRESTO at any time by giving notice of his or her resignation in a writing addressed to the President or Secretary, or by presenting his or her written resignation at any regular or special meeting of the Board of Directors.

Section 5. Termination of Membership.

1. Membership in PRESTO will end:
 - i. When a member is deceased or a member organization is dissolved.
 - ii. By written resignation of a member.
 - iii. **Due to non-payment of dues:** Failure to pay dues set by the Board of Directors within one (1) year of the date they become due shall result in termination of Membership. If the same person or organization re-applies for membership, this can be reinstated upon payment of all past-due amounts.
 - iv. **By exclusion:** Termination of membership can be considered when a member has acted against PRESTO, the purpose of PRESTO, or the bylaws of PRESTO. Termination of membership by exclusion is decided by the Board of Directors, after offering an opportunity for a fair hearing.

ARTICLE III: ENTITIES AND THEIR RESPONSIBILITIES

(A) The General Assembly (GA)

Section 1. Members.

1. All individual members constitute the General Assembly and have voting rights.
2. The honorary members are also part of the GA and have voting rights.
3. Each Member Organization will have one representative as a voting member of the GA
4. The Affiliate , and Industry Members are non-voting members of the GA.

Section 2. Meetings.

1. The GA of PRESTO shall be held at the places and on the dates designated by the Board of Directors. The agenda will be established by the Board of Directors upon proposal by the Executive Committee.
2. There shall be at least one GA every two (2) years that should be held during the World Stroke Conference, other designated major Stroke meeting or in isolation. During this meeting the results of the electronic voting of the members of the Board of Directors and the officers of the Executive Committee will be sanctioned. The GA furthermore will be responsible for any task the Board of Directors and the Executive Committee assigns to the GA.

Section 3. Notice of Board Meetings and Order of Business.

1. The Secretary shall, at least thirty (30) days before the meeting, but no more than sixty (60) days before the meeting, give written notice of the meeting to all Board of Directors by mail, facsimile transmission, overnight courier, electronic mail, or hand delivery. Unless otherwise provided in these Bylaws, the notice needs to specify the purpose for which the meeting is called.

B. Board of Directors (BoD)

Section 1. Responsibilities.

1. The BoD is responsible for the elections of the officers of the Executive Committee and the future sites of meetings and ratifies the budget on recommendation of the Executive Committee.
2. The BoD is responsible for setting the strategic directions and financial management of the organization as well as oversight of all major activities. Furthermore, the BoD is responsible for any other tasks that the GA or the Executive Committee assigns to the BoD.

Section 2. Members.

1. The members of the BoD will be elected out of the individual members.

Section 3. Election.

1. The Board members will be elected every four (4) years by individual members. Before the election, the Board will fix the number of Board members.
2. There is no upper limit of Board members. There are a minimum number of 7 members?. The Board of Directors will organize the elections of Board members by email voting. At meetings of the BOD the quorum shall consist of not less than 50% of voting members. In exceptional circumstances, the Board Executive may co-opt an outstanding individual where it is considered that the nominee would make a vital contribution.
3. If the quorum consists of 25% or more but less than 40%, resolutions shall be ratified by no less than 50% of the membership at a subsequent electronic poll that may be conducted by email. Where relevant, all board members need to be financial members of PRESTO during their mandate.

Section 4. Meetings.

1. The BoD will meet at least two (2) times per year, preferably at major regional stroke conferences and/or the World Stroke Congress. If the meeting shall not be held during the designated time, a substitute annual meeting may be called by the President. A meeting so called shall be designated and treated for all purposes as the annual meeting. The BoD may provide, by resolution, the time and place for the holding of additional regular meetings.
2. *Waiver of Notice.* Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Term of office.

1. The term of office in the BoD is four (4) years. Up to fifty percent (50%) of the BoD may be elected every two (2) years to allow exchange within the board. The Board members may be re-elected for only one (1) additional term with a limit of eight (8) years.

C. Executive Committee (EC)

Section 1. Responsibilities.

1. The EC is responsible for the everyday activities of PRESTO, which shall have and may exercise the authority of the Board in the management of the business and affairs of PRESTO during intervals between meetings.
2. Members of the EC shall include, but not limited, to the President, Immediate Past-President, the President-Elect, the Vice-President, Secretary, Treasurer and three Members-at-Large.

Section 2. Powers and Duties of the Executive Committee.

3. The EC shall possess and exercise all of the powers and duties of the BoD whenever the BoD shall not be in session; provided, however, that the EC shall not have authority as to the following Board and GA matters:
 - a. The dissolution, merger or consolidation of the Organization; the sale, lease or exchange of all or substantially all of the property of the Organization; the pledge of any property of the Organization; or any other transaction affecting the title to, or the existing restrictions upon the use of, real property owned by the Organization.
 - b. The designation of an EC or any other committee of directors having power to exercise any of the authority of the Board in the management of the Organization, the election, appointment, or removal of directors, or the filling of vacancies in the BoD or in any committee.
 - c. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repeal-able.
 - d. The amendment of the Articles of Incorporation, or the amendment or repeal of any Bylaw or adoption of new Bylaws.
 - e. Any matter over which the law of the country in which the organization is registered prohibits a committee of the Board from exercising authority.

Section 3. Officers.

1. The EC consists of the following Officers:
 - a. President
 - b. President-elect
 - c. Immediate Past president
 - d. Vice president
 - e. Secretary
 - f. Treasurer
 - g. Three (3) Members at large
 - h. Co-opted members: co-opted by the EC, four (4) year term, re-cooption possible for one (1) further four (4) year term.
 - i. Members ex officio: may be appointed from time to time at the direction of the Board.

Section 4. Term of office.

1. The term of office is two (2) years for the President, President Elect and Immediate-Past President and four (4) years for the positions *D to I*.
2. The term of office of the EC members should be linked to the term for Board.

Section 5. Nominations.

1. Prior to the Business Meeting where elections are to take place, nominations of candidates who are Individual members for each vacancy will be necessary. This will be coordinated by a Nominations Committee. Voting Members shall be notified of the names of nominees at least 60 days prior to the election date.

Section 6. Elections.

1. The BoD will organize the elections for the President-Elect, the Vice President, the Treasurer, the Secretary, and the Members at Large by email voting.
2. A President-Elect will be elected every two (2) years. After the two (2) year term the President-Elect becomes the President of PRESTO without further election. After the term as President, the President becomes the Immediate Past-President without further election. The Immediate Past-President cannot be re-elected as President.
3. Only in case of extreme and unforeseen circumstances (“force majeure”) or if a President-Elect cannot take over the position of the President because of resignation or illness, a new President must then be elected. In this event, the BoD will set up election rules only applicable once for the presidency in jeopardy
4. For the positions *D to I*, re-election is possible but limited to one further term of office.

Section 7. The President.

1. The President shall be the Chief Executive Officer of the Organization and chairperson of the EC and BoD. The President must be a stroke professional of international renown.
2. Subject to the control of the BoD, the President shall supervise and control all the business and affairs of the Organization in accordance with these Bylaws and preside at all meetings of the Organization.
3. The President shall sign with any other proper officer of the Organization authorized by the BoD, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Organization, except where the signing and execution thereof shall be expressly delegated by the BoD or by these Bylaws to some other officer or agent of the Organization, or shall be required by law to be otherwise signed and executed; and, in general, he or she shall perform all duties incident to the office of President and any other duties as may be prescribed by the Board of Directors from time to time.

Section 8. The President-Elect and the Immediate Past President.

1. They assist the President in all areas of the society activities. They take over specific tasks assigned to them by the President or the EC. They both must be renowned stroke professionals.

Section 9. Vice-President.

1. The Vice-President shall perform any other duties as from time-to-time may be assigned to him or her by the President or BoD. The Vice- President will act for the President should he or she be unavailable.

Section 10. Secretary.

The Secretary shall:

1. Keep the minutes of the meetings of the BoD and of all Committees in one or more books provided for that purpose.
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
3. Be custodian of the corporate records and of the seal of the Organization and see that the seal of PRESTO is affixed to all official documents; and
4. In general perform all duties incident to the office of Secretary and any other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 11. Treasurer.

The Treasurer shall:

1. Have custody or oversight responsibility for all funds and securities of the Organization, the receipt and recording of contributions and monies due and payable to the Organization from any sources whatsoever, and the depositing of all of these monies in the name of the Organization in depositories that are selected by the Board of Directors.
2. Prepare, or cause to be prepared, an audited statement of the Organization 's assets and liabilities as of the close of each fiscal year, which statement shall be made and filed at the Organization 's registered office or principal office; and
3. In general, perform all of the duties incident to the office and any other duties as from time to time may be assigned to him or her by the President or by the BoD. A Co-Treasurer may be appointed by the Board to assist the Treasurer.

Section 12. Members-at-Large.

1. The elected Members-at-Large shall have all the duties and responsibilities that the President may determine.
2. The EC may co-opt up to two (2) more Members-at-Large who shall serve in the same way as the elected Members-at-Large.

Section 13. Vacancies.

1. In the event of incapacitation, removal, resignation, withdrawal or demise of any officer or director, the President, with the approval of the Board, shall appoint a successor who will hold the appointed office until a successor has been elected.
2. In the event of incapacitation, removal, resignation, withdrawal or demise of the President-Elect, the Nominations Committee shall be reconvened to name a nominee for election at the next Business Meeting.

Section 14. Removal from Office.

1. Any officer or director may be removed from office by the vote of two thirds of the Board members when in their judgment the action will serve the best interests of the Organization.

Section 15. Compensation.

1. The directors of PRESTO shall not receive compensation for their services, and may be reimbursed for their reasonable expenses incurred during the course of their service as directors of PRESTO.

Section 16. Meetings.

1. One meeting of the GA every two years (See General Assembly section 2)
2. There shall be at least two (2) face-to-face Board meetings every year, preferably during major regional stroke conferences, or during the World Stroke Congress. At the discretion of the EC these meetings may also include a larger meeting open to all members.
3. Additional meetings by telephone conference may be organized.

D. The Senior Advisory Group

1. A Senior Advisory Group shall be constituted from previous Presidents of the Organization or distinguished Honorary members, who may be invited to the Board meetings. The Senior Advisory Group may be assigned tasks by the President and EC as required.

ARTICLE IV: DISSOLUTION

1. The dissolution or the merger of PRESTO can only be decided by a two-thirds (2/3) majority vote of a GA specially convened for one of these purposes.

ARTICLE V: MISCELLANEOUS

Section 1. Fiscal Year.

1. The fiscal year of PRESTO shall be a calendar year.

Section 2. Amendments.

1. Except as otherwise provided in these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative action of the directors then holding office at any regular or special meeting of the Board of Directors.

Section 3. Roberts Rules of Order.

1. Meetings of PRESTO shall be conducted in accordance with Roberts Rule of Order.